# IN THE UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ORIX COMMERCIAL FINANCE, LLC	)
Plaintiff,	) )
v.	) CASE NO.: 07-CIV-7712
HOLLYWOOD ENTERTAINMENT CORPORATION	) ) )
and	) )
HOLLYWOOD MANAGEMENT COMPANY	, ) ,
Defendants.	, )

# SUGGESTION OF BANKRUPTCY FOR MOVIE GALLERY, INC. AND ITS DOMESTIC SUBSIDIARIES<sup>1</sup>

PLEASE TAKE NOTICE that, on October 16, 2007, the United States Bankruptcy Court for the Eastern District of Virginia, entered orders for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532, in each of the following chapter 11 cases:

Movie Gallery, Inc., Case No. 07-33849
Hollywood Entertainment Corporation, Case No. 07-33848
M.G. Digital, LLC, Case No. 07-33850
M.G.A. Realty I, LLC, Case No. 07-33851
MG Automation LLC, Case No. 07-33852
Movie Gallery US, LLC, Case No. 07-33853

(collectively, the "Debtors"). A copy of each voluntary petition is attached hereto as Exhibit A.

The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

PLEASE TAKE FURTHER NOTICE that pursuant to 11 U.S.C. § 362(a), the filing of

these voluntary petitions operates as a stay, applicable to all entities, of, among other things:

(a) the commencement or continuation of a judicial, administrative or other action or proceeding

against the Debtors (i) that was or could have been commenced before the commencement of the

Debtors' chapter 11 cases or (ii) to recover a claim against the Debtors that arose before the

commencement of the Debtors' cases; (b) the enforcement, against the Debtors or against any

property of the Debtors' bankruptcy estates, of a judgment obtained before the commencement

of the Debtors' chapter 11 cases; and (c) any act to obtain possession of property of or from the

Debtors' bankruptcy estates, or to exercise control over property of the Debtors' bankruptcy

estates.

Dated:

October 19, 2007

New York, New York

DEWEY PEGNO & KRAMARSKY LLP

By: /s/Thomas E. L. Dewey

Thomas E.L. Dewey (TD-6243)

220 East 42<sup>nd</sup> Street

New York, New York 10017

(212) 943-9000

Attorneys for Defendants

# EXHIBIT A

**Voluntary Petitions** 

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 1 of 31

Official Form 1 (4/07)			week and chouse week and week week and a second control of the sec		
•	ed States Bankruptcy Istern District of Virg			Voluntary Petition	
Name of Debtor (if individual, enter Last, First, M Movie Gallery, Inc.	iddle):	Name of	Joint Debtor (Spouse) (Last, First,	Middle):	
All Other Names used by the Debtor in the las (include married, maiden, and trade names):  SEE RIDER 1	t 8 years		Names used by the Joint Debto parried, maiden, and trade names):	or in the last 8 years	
Last four digits of Soc. Sec./Complete EIN or state all): 63-1120122	other Tax I.D. No. (if more than	one, Last four state all):	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and 900 West Main Street Dothan, Alabama		Street Ad	dress of Joint Debtor (No. & Stre	. ,	
	ZIP CODE 36301			ZIP CODE	
County of Residence or of the Principal Place Houston	of Business:	County o	f Residence or of the Principal I	Place of Business:	
Mailing Address of Debtor (if different from stre	et address):	Mailing address):	Address of Joint Debtor (if different	ent from street	
	ZIP CODE			ZIP CODE	
Location of Principal Assets of Business Debt					
Type of Debtor (Form of Organization) (Check one box.)	Nature of Busin (Check one box			cruptcy Code Under Which is Filed (Check one box)	
☐ Individual (includes Joint Debtors)  See Exhibit D on page 2 of this form.  ☐ Corporation (includes LLC and LLP) ☐ Partnership ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Single Asset Real Estate as U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other  Tax-Exempt En (Check box, if applic Debtor is a tax-exempt orgatitle 26 of the United State Internal Revenue Code).	ntity cable.) anization under	Chapter 9 Chapter 15 Petition for Recognition of a Foreign Main Proceeding  Chapter 11 Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  Chapter 12 a Foreign Nonmain Proceeding  Chapter 13  Nature of Debts (Check one box)  Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as business debts.  under		
Filing Fee (Check	one box.)	Check on		11 Debtors	
Full Filing Fee attached  Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			or is a small business debtor as defin or is not a small business debtor as d or's aggregate noncontingent liquida 12,190,000 applicable boxes: an is being filed with this petition.	* , ,	
			cordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information  Debtor estimates that funds will be available fo				THIS SPACE IS FOR COURT USE ONLY	
Debtor estimates that, after any exempt propert distribution to unsecured creditors.	y is excluded and administrative ex	penses paid, there	will be no funds available for		
Estimated Number of Creditors	1.000	001			
1- 50- 100- 200- 49 99 199 999		,001- 25,00 5,000 50,00			
Estimated Assets  \$0 to \$10,001 to	Estimated Assets				
\$10,000 \$100,000 Estimated Debts	\$1 million	\$100 million	million	-	
\$0 to \$50,001 to \$100,001 to \$1,000,001 to \$1,000,001 to \$50,000 \$100,000 \$1 million \$100 million					

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 2 of 31

Official Form 1 (4/07) FORM B1, Page 2

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s):  Movie Gallery, Inc.	оруждания подпавления у может в приности по может по подпавления в подпа			
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)					
Location Where Filed: - None -	Case Number:	Date Filed:			
Location Where Filed:	Case Number:	Date Filed:			
Pending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than one, attach a	additional sheet.)			
Name of Debtor: SEE RIDER 2	Case Number:	Date Filed:			
District:	Relationship:	Judge:			
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  Exhibit A  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare have informed the petitioner that [he or she] may proceed under chapter or 13 of title 11, United States Code, and have explained the relief availa each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).					
<u></u>	Signature of Attorney for Debtor(s)	Date			
Exhibit C  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  Yes, and Exhibit C is attached and made a part of this petition.  No*					
Exhi	bit D				
	of this petition.  ade a part of this petition.  ng the Debtor - Venue  pplicable box)  of business, or principal assets in this District for 180 d  ays than in any other District.	ays immediately			
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but this District, or the interests of the parties will be served in regard to	be of business or principal assets in the United States in is a defendant in an action or proceeding [in a federal of the content of the cont	this District, or or state court] in			
	s as a Tenant of Residential Property	December 2000 1 1000 1000 1000 1000 1000 1000 1			
Check all applicable boxes.  Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)					
Debtor claims that under applicable nonbankruptcy law, there are opermitted to cure the entire monetary default that gave rise to the ju					
permitted to cure the entire monetary default that gave rise to the jupossession was entered, and  Debtor has included in this petition the deposit with the court of an period after the filing of the petition.					

<sup>\*</sup> The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

Official Form 1 (4/07) FORM B1, Page 3

<b>Voluntary Petition</b> (This page must be completed and )	filed in every ease)	Name of Debtor(s):  Movie Gallery, Inc.
This page musi be completed and j		
		atures
I declare under penalty of perjury the petition is true and correct.  [If petitioner is an individual whose has chosen to file under chapter 7] chapter 7, 11, 12 or 13 of title 11, U available under each such chapter, a [If no attorney represents me and no	or(s) (Individual/Joint) nat the information provided in this to debts are primarily consumer debts and I am aware that I may proceed under United States Code, understand the relief and choose to proceed under chapter 7. To bankruptcy petition preparer signs the the notice required by 11 U.S.C. § 342(b).	Signature of a Foreign Representative  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)  I request relief in accordance with chapter 15 of title 11, United States  Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
I request relief in accordance with t Code, specified in this petition.	he chapter of title 11, United States	Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X		V.
Signature of Debtor		X Signature of Foreign Representative
X Signature of Joint Debtor		Signature of Foreign Representative
Signature of John Deotor		Printed Name of Foreign Representative
Telephone Number (If not represe	ented by attorney)	
		Date
Date		
Signature	of Attorney	Signature of Non-Attorney Bankruptcy Petition Preparer
X /s/ Anup Sathy, P.C.  Signature of Attorney for Debtor(Anup Sathy, P.C. Printed Name of Attorney for Debtor(s)  Kirkland & Ellis LLP Firm Name  200 E. Randolph Chicago, Illinois 60601  Address 312-861-2000  Telephone Number October 16, 2007  Date  Signature of Debtor (Clean Land Content L	Michael Condyles  Printed Name of Attorney for Debtor(s)  Kutak Rock LLP  Firm Name  1111 East Main Street Suite 800 Richmond, VA 23219-3500  Address 804-343-5227  Telephone Number October 16, 2007  Date  Corporation/Partnership) that the information provided in this at I have been authorized to file this	I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.  Printed Name and title, if any, of Bankruptcy Petition Preparer  Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)  Address
X /s/ S. Page Todd	<b>F</b>	X
Signature of Authorized Individua	al	
S. Page Todd		Date
Printed Name of Authorized Indiv		Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual
October 16, 2007		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

#### **RIDER 1 - PRIOR TRADE NAMES**

All Other Names used by the Debtor in the last 8 years:

Game Crazy

M.G. Midwest

M.G.A., Inc.

M.G.A. Realty I, Inc.

Moovies, Inc.

Movie Gallery Asset Management, Inc.

Movie Gallery Finance, Inc.

Movie Gallery Licensing, Inc.

Movie Gallery Promotions, Inc.

Movie Gallery Services, Inc.

Movie Gallery US, Inc.

MovieGallery.com, Inc.

Video Library, Inc.

Video Update, Inc.

## **RIDER 2 - LIST OF FILING ENTITIES**

Along with the Debtor, Movie Gallery, Inc., the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Eastern District of Virginia Richmond Division:

- 1. Hollywood Entertainment Corporation
- 2. MG Automation LLC
- 3. M.G. Digital, LLC
- 4. M.G.A. Realty I, LLC
- 5. Movie Gallery US, LLC

Richard M. Cieri (NY 4207122) KIRKLAND & ELLIS LLP Citigroup Center 153 East 53rd Street New York, New York 10022-4611 Telephone: (212) 446-4800

and

Anup Sathy, P.C. (IL 6230191) Marc J. Carmel (IL 6272032) KIRKLAND & ELLIS LLP 200 East Randolph Drive Chicago, Illinois 60601-6636 Telephone: (312) 861-2000

Proposed Co-Counsel to the Debtors

Michael A. Condyles (VA 27807) Peter J. Barrett (VA 46179) KUTAK ROCK LLP Bank of America Center 1111 East Main Street, Suite 800 Richmond, Virginia 23219-3500 Telephone: (804) 644-1700

#### IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:	)	Case No. 07
	)	Jointly Administered
MOVIE GALLERY, INC., et al., <sup>1</sup>	)	Chapter 11
	)	
Debtors.	)	
	)	

#### Exhibit "A" to Voluntary Petition

- 1. If any of the Debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is <u>000-24548</u>.
- 2. The following financial data is the latest available information and refers to the Debtor's condition on **July 1, 2007**.

a.	Total asset	S		\$ _	891,993,000.00		
b.	o. Total debts (including debts listed in 2.c.,below)		\$	1,419,215,000.00			
c.	Debt secur	ities held by mor	e than 500 holders.	-		Approximate number of holders	
sec	cured / /	unsecured / /	subordinated / /	\$			
sec	cured / /	unsecured / /	subordinated / /	\$			

The Debtors in the cases include: Movie Gallery, Inc.; Hollywood Entertainment Corporation; M.G. Digital, LLC; M.G.A. Realty I, LLC; MG Automation LLC; and Movie Gallery US, LLC.

e.	Number of	shares of commo	n stock	33,096,866	54
d.	Number of	shares of preferre	ed stock		And the second s
sec	ured / /	unsecured / /	subordinated / /	\$ 	
sec	ured / /	unsecured / /	subordinated / /	\$ 	
sec	ured / /	unsecured / /	subordinated //	\$ 	

Comments, if any:

Movie Gallery, Inc.'s Certificate of Authorization (the "Certificate") authorizes the issuance of 65,000,000 shares of common stock. As of August 1, 2007, 33,096,866 shares of common stock are issued and outstanding. The Certificate also authorizes the issuance of 2,000,000 shares of preferred stock. No preferred stock has been issued.

3. Brief description of the Debtor's business:

Movie Gallery, Inc. with its direct and indirect subsidiaries (collectively, the "Company") currently own and operate approximately 4,600 retail stores located throughout North America that rent and sell DVDs, videocassettes and video games. The Company is the second largest North American home entertainment specialty retailer focusing on urban, rural and suburban markets.

Movie Gallery, Inc. is a holding company that has no independent operations other than investments in subsidiaries and affiliates.

4. List the name of any person who directly or indirectly owns, controls or holds, with power to vote, 5% or more of the voting securities of debtor:

Upon information and belief as of September 30, 2007, each of the following persons directly or indirectly own, control or hold, with power to vote, the approximate percentage of voting securities listed in the parenthesis following such person's name: Avenue Capital Management II, L.P. (6.6%); Contrarian Capital Management, L.L.C. (5.2%); Contrarian Equity Fund, L.P. (5.1%) Joe T. Mulagen (11.7%); Penninsula Capital Management, Inc. (5.3%); and Verdon Capital, LLC (9.2%).

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 8 of 31

dle): oration 8 years ther Tax I.D. No. State):	ZIP CODE 36301 ZIP CODE	Name of J.  All Other (include ma  Last four of state all):  Street Add  County of	oint Debtor (Spouse) (Last, First, Names used by the Joint Debtor rried, maiden, and trade names):  digits of Soc. Sec./Complete E  dress of Joint Debtor (No. & Strong Residence or of the Principal ddress of Joint Debtor (if differ	IN or other Tax I.D. No. (if more than one, eet, City, and State):  ZIP CODE  Place of Business:
ther Tax I.D. No.  State):  f Business:  address):	ZIP CODE 36301 ZIP CODE	All Other (include ma  Last four ostate all):  Street Add  County of  Mailing A	Names used by the Joint Debtor (ried, maiden, and trade names): digits of Soc. Sec./Complete Edress of Joint Debtor (No. & Strades) Residence or of the Principal	IN or other Tax I.D. No. (if more than one, eet, City, and State):  ZIP CODE  Place of Business:
8 years ther Tax I.D. No. State):  f Business: address):	ZIP CODE 36301 ZIP CODE	Last four of state all):  Street Add  County of  Mailing A	rried, maiden, and trade names): digits of Soc. Sec./Complete E dress of Joint Debtor (No. & Stro	IN or other Tax I.D. No. (if more than one, eet, City, and State):  ZIP CODE  Place of Business:
f Business: address):	ZIP CODE 36301 ZIP CODE	Street Add  County of  Mailing A	dress of Joint Debtor (No. & Street, No. & S	eet, City, and State):  ZIP CODE  Place of Business:
f Business:	<b>36301</b> ZIP CODE	County of	Residence or of the Principal	ZIP CODE Place of Business:
f Business: address):	ZIP CODE	Mailing A		
			ddress of Joint Debtor (if differ	ent from street
		address):		
(if different from	-44131			ZIP CODE
	street address above)	!		harmon de la companya
Health Care E	Check one box.) Business		the Petition	kruptcy Code Under Which n is Filed (Check one box)
U.S.C. § 101(: Railroad Stockbroker Commodity E Clearing Banl Other  Tax (Checi Debtor is a ta Title 26 of th	Broker  -Exempt Entity k box, if applicable.) ax-exempt organization United States Code	on under	Chapter 9 Chapter 11 Chapter 12 Chapter 13	s) as business debts.
Filing Fee (Check one box.)  Full Filing Fee attached  Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			box:  r is a small business debtor as definer is not a small business debtor as or's aggregate noncontingent liquidal, 190,000  applicable boxes:	- , , ,
Statistical/Administrative Information				repetition from one or more classes of creditors,  THIS SPACE IS FOR COURT USE ONLY
1,000- 50 5,000 10	001- 10,001- ,000 25,000 to \$\begin{array}{c} \text{S} \\ \text{S}	25,001 50,000 51,000,001 to 51,000 million	50,001- OVER 100,000 100,000  More than \$100 million	
t d	Health Care E Single Asset 1 U.S.C. § 101(: Railroad Stockbroker Commodity E Clearing Band Other  Tax (Chec Debtor is a ta Title 26 of th Internal Rev ne box.)  to individuals only, that the debtor is u il Form 3A.  ter 7 individuals onl ee Official Form 3  distribution to unse is excluded and adn  1,000-50 5,000-10 \$100,001 \$1 millio	Nature of Business (Check one box.)  Health Care Business Single Asset Real Estate as defined U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other  Tax-Exempt Entity (Check box, if applicable.) Debtor is a tax-exempt organizati Title 26 of the United States Cod Internal Revenue Code).  To individuals only) Must attach signed that the debtor is unable to pay fee all Form 3A.  To individuals only). Must attach see Official Form 3B.  The individuals only is unable to pay fee all Form 3B.  The individuals only is unable to pay fee all Form 3B.  The individuals only is unable to pay fee all Form 3B.  The individuals only is unable to pay fee all Form 3B.  The individuals only is unable to pay fee all Form 3B.	Nature of Business (Check one box.)  Health Care Business Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank Other  Tax-Exempt Entity (Check box, if applicable.) Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).  Te box.)  Check one Debtor Internal Revenue Code).  Internal Revenue Code).  Check one Debtor Internal Revenue Code (the Internal Revenue Code).  Internal Revenue Code).  Internal Revenue Code (the Internal Revenue Code).  Internal Revenue Code (the Internal Revenue Code).	Nature of Business (Check one box.)

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 9 of 31

Official Form 1 (4/07) FORM B1, Page 2

Voluntary Petition	Name of Debtor(s):				
(This page must be completed and filed in every case) Hollywood Entertainment Corporation		on			
All Prior Bankruptcy Cases Filed Within Las					
Location Where Filed: - None -	Case Number:	Date Filed:			
Location Where Filed:	Case Number:	Date Filed:			
Pending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than one, attach a	dditional sheet.)			
Name of Debtor: SEE RIDER 2	Case Number:	Date Filed:			
District:	Relationship:	Judge:			
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  [In the attorney for the petitioner named in the foregoing petition, declare that have informed the petitioner that [he or she] may proceed under chapter 7, or 13 of title 11, United States Code, and have explained the relief available each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  [In the attorney for the petitioner named in the foregoing petition, declare that have informed the petitioner that [he or she] may proceed under chapter 7, or 13 of title 11, United States Code, and have explained the relief available each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  [In the attorney for the petitioner named in the foregoing petition, declare that have informed the petitioner that [he or she] may proceed under chapter 7, or 13 of title 11, United States Code, and have explained the relief available each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).					
	Signature of Attorney for Debtor(s)	Date			
Exhibit C  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  Yes, and Exhibit C is attached and made a part of this petition.  No*					
Exhi	bit D				
(To be completed by every individual debtor. If a joint petition is filed, each spous	e must complete and attach a separate Exhibit D.)				
Exhibit D completed and signed by the debtor is attached and made a part of	of this petition.				
If this is a joint petition:					
Exhibit D also completed and signed by the joint debtor is attached and ma	de a part of this petition.				
	ng the Debtor - Venue				
(Check any approximately Debtor has been domiciled or has had a residence, principal place of preceding the date of this petition or for a longer part of such 180 date.)	f business, or principal assets in this District for 180 da	ays immediately			
There is a bankruptcy case concerning debtor's affiliate, general parts	rtner, or partnership pending in this District.				
Debtor is a debtor in a foreign proceeding and has its principal place has no principal place of business or assets in the United States but this District, or the interests of the parties will be served in regard to	is a defendant in an action or proceeding [in a federal of	this District, or or state court] in			
	as a Tenant of Residential Property				
Check all app  Landlord has a judgment against the debtor for possession of debto	licable boxes. r's residence. (If box checked, complete the				
following.)					
Debtor claims that under applicable nonbankruptcy law, there are c permitted to cure the entire monetary default that gave rise to the ju possession was entered, and					
Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.					

<sup>\*</sup> The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property

Official Form 1 (4/07) that poses or is alleged to pose a threat of such harm.

FORM B1, Page 3

	untary Petition		Name of Debtor(s):
Thi	is page must be completed and f		Hollywood Entertainment Corporation
			ntures
	I declare under penalty of perjury th petition is true and correct. [If petitioner is an individual whose has chosen to file under chapter 7] I chapter 7, 11, 12 or 13 of title 11, U available under each such chapter, a [If no attorney represents me and no	debts are primarily consumer debts and am aware that I may proceed under nited States Code, understand the relief nd choose to proceed under chapter 7.	Signature of a Foreign Representative  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)  I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are
	I request relief in accordance with the Code, specified in this petition.	ne notice required by 11 U.S.C. § 342(b). The chapter of title 11, United States	attached.  Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
Λ	Signature of Debtor		X
X	Signature of Joint Debtor		Signature of Foreign Representative  Printed Name of Foreign Representative
	Telephone Number (If not represen	nted by attorney)	Det
	Data		Date
	Date Signature	of Attorney	Signature of Non-Attorney Bankruptcy Petition Preparer
X	/s/ Anup Sathy, P.C. X Signature of Attorney for Debtor(s Anup Sathy, P.C. Printed Name of Attorney for Debtor(s) Kirkland & Ellis LLP Firm Name  200 E. Randolph Chicago, Illinois 60601 Address 312-861-2000 Telephone Number October 16, 2007 Date	Michael Condyles Printed Name of Attorney for Debtor(s) Kutak Rock LLP Firm Name 1111 East Main Street Suite 800 Richmond, VA 23219-3500 Address 804-343-5227 Telephone Number October 16, 2007 Date	I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.  Printed Name and title, if any, of Bankruptcy Petition Preparer  Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)
x	I declare under penalty of perjury petition is true and correct, and the petition on behalf of the debtor. The debtor requests relief in accor United States Code, specified in the system of Authorized Individual Signature of Authorized Individual	nis petition.	Address  X  Date
	S. Page Todd  Printed Name of Authorized Indiv	idual	Signature of Bankruptcy Petition Preparer or officer, principal,
	Executive Vice President, Counsel Title of Authorized Individual		responsible person, or partner whose social security number is provided above.  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
	October 16, 2007		
	Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

# **RIDER 1 - PRIOR TRADE NAMES**

All Other Names used by the Debtor in the last 8 years:

Game Crazy
Hollywood Management
Hollywood Video
Reel.com, Inc.
TG Holdings, Inc.

#### **RIDER 2 - LIST OF FILING ENTITIES**

Along with the Debtor, Hollywood Entertainment Corporation, the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Eastern District of Virginia Richmond Division:

- 1. MG Automation LLC
- 2. M.G. Digital, LLC
- 3. M.G.A. Realty I, LLC
- 4. Movie Gallery, Inc.
- 5. Movie Gallery US, LLC

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 13 of 31

Cincial Form 1 (4/07)					
	ed States Bankruptcy Coustern District of Virginia			Voluntary Petition	
Name of Debtor (if individual, enter Last, First, M M.G. Digital, LLC		ebtor (Spouse) (Last, First, l	Middle):		
All Other Names used by the Debtor in the las (include married, maiden, and trade names):  SEE RIDER 1	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):				
Last four digits of Soc. Sec./Complete EIN or state all): 41-2155085	Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):				
Street Address of Debtor (No. & Street, City, and	l State):	Street Address of Joint Debtor (No. & Street, City, and State):			
900 West Main Street Dothan, Alabama	ZIP CODE <b>36301</b>	ZIP CODE			
County of Residence or of the Principal Place Houston	of Business:	County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from stre	et address):		of Joint Debtor (if differe	nt from street	
	ZIP CODE	address):		ZIP CODE	
	Location of Principal Assets of Business Debtor (if different from street address above): 15301 Ventura Blvd. Building D, Suite 200 Sherman Oaks, California 91403				
Type of Debtor	Nature of Business			ruptcy Code Under Which	
(Form of Organization) (Check one box.)	(Check one box.)  Health Care Business		the Petition	is Filed (Check one box)	
☐ Individual (includes Joint Debtors)  See Exhibit D on page 2 of this form.  ☐ Corporation (includes LLC and LLP)  ☐ Partnership	Single Asset Real Estate as defined U.S.C. § 101(51B) Railroad Stockbroker Commodity Broker Clearing Bank		Chapter 7 Chapter 9 Chapter 11 Chapter 12 Chapter 13	Chapter 15 Petition for Recognition of a Foreign Main Proceeding Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding	
Other (If debtor is not one of the above	Other			ture of Debts	
entities, check this box and state type of entity below.)  Tax-Exempt Entity (Check box, if applicable.)  Debtor is a tax-exempt organization under "incur			ebts are primarily consumer fined in 11 U.S.C. § 101(8) ncurred by an individual prii personal, family, or househo	as business debts.	
Filing Fee (Check	one box.)		Chapter 1	1 Debtors	
Full Filing Fee attached  Filing Fee to be paid in installments (Applicable application for the court's consideration certifyin except in installments. Rule 1006(b). See Office  Filing Fee waiver requested (Applicable to chapsigned application for the court's consideration.	ng that the debtor is unable to pay fee cial Form 3A. hter 7 individuals only). Must attach	Debtor is not a Check if: Debtor's aggre less than \$2,190,000 Check all applicab A plan is being	gate noncontingent liquidate ) le boxes: g filed with this petition.	ed in 11 U.S.C. § 101(51D).  rfined in 11 U.S.C. § 101(51D).  ed debts owed to non-insiders or affiliates are  petition from one or more classes of creditors.	
State de 1/A la Calendar de La Factoria			with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information  Debtor estimates that funds will be available for Debtor estimates that, after any exempt property distribution to unsecured creditors.  Estimated Number of Creditors  1- 50- 100- 200-	y is excluded and administrative expenses	25,001-	50,001- OVER	THIS SPACE IS FOR COURT USE ONLY	
49 99 199 999	5,000 10,000 25,000	50,000	100,000 100,000		
Estimated Assets  \$0 to \$10,000 \$10,000 to \$100,000		1,000,001 to 100 million m	More than \$100		
Estimated Debts  \$0 to \$50,001 to \$100,000		\$1,000,001 to 100 million m	More than \$100		

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 14 of 31 FORM B1, Page 2

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s): M.G. Digital, LLC	<u></u>		
	it 8 Years (If more than two, attach additional sheet.)	***************************************		
Location	Case Number:	Date Filed:		
Where Filed: - None - Location	Case Number:	Date Filed:		
Where Filed:	Case Number:	Date Filed:		
Pending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than one, attach a	dditional sheet.)		
Name of Debtor: SEE RIDER 2	Case Number:	Date Filed:		
District:	Relationship:	Judge:		
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  [In the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11 or 13 of title 11, United States Code, and have explained the relief available use ach such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).  [In the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11 or 13 of title 11, United States Code, and have explained the relief available use ach such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b).				
	Signature of Attorney for Debtor(s)	Date		
Exhibit C  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  Yes, and Exhibit C is attached and made a part of this petition.  No*				
Exhi	bit D			
(To be completed by every individual debtor. If a joint petition is filed, each spous-				
Exhibit D completed and signed by the debtor is attached and made a part of	of this petition.			
If this is a joint petition:				
Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.				
Information Regardin	ng the Debtor - Venue			
(Check any applicable box)  Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.				
There is a bankruptcy case concerning debtor's affiliate, general part	rtner, or partnership pending in this District.			
Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.				
Statement by a Debtor Who Resides  Check all app				
Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
Debtor claims that under applicable nonbankruptcy law, there are c permitted to cure the entire monetary default that gave rise to the just possession was entered, and	ircumstances under which the debtor would be dgment for possession, after the judgment for			
Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.				

<sup>\*</sup> The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

Voluntary Petition	Name of Debtor(s):
(This page must be completed and filed in every case)	M.G. Digital, LLC
Signa	itures
Signature(s) of Debtor(s) (Individual/Joint)  I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.	Signature of a Foreign Representative  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)  I request relief in accordance with chapter 15 of title 11, United States
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).	Code. Certified copies of the documents required by 11 U.S.C. § 1515 at attached.  Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X	chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
Signature of Debtor	X
X Signature of Joint Debtor	Signature of Foreign Representative
Signature of Joint Dedior	Printed Name of Foreign Representative
Telephone Number (If not represented by attorney)	Finited Name of Foreign Representative
retephone (value of (if not represented by attorney)	Date
Date	
Signature of Attorney	Signature of Non-Attorney Bankruptcy Petition Preparer
X /s/ Anup Sathy, P.C. X /s/ Michael Condyles  Signature of Attorney for Debtor(s)  Anup Sathy, P.C. Michael Condyles  Printed Name of Attorney for Debtor(s)  Kirkland & Ellis LLP Kutak Rock LLP  Firm Name Firm Name  1111 East Main Street  200 E. Randolph Suite 800  Chicago, Illinois 60601 Richmond, VA 23219-3500  Address Address  312-861-2000 804-343-5227  Telephone Number Detection Number  October 16, 2007 October 16, 2007  Date  Signature of Debtor (Corporation/Partnership)  I declare under penalty of perjury that the information provided in this petition on behalf of the debtor	I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(b) and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.  Printed Name and title, if any, of Bankruptcy Petition Preparer  Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)
petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X /s/ S. Page Todd  Signature of Authorized Individual	Address  X
S. Dono Todd	Dece
S. Page Todd Printed Name of Authorized Individual	Date
Executive Vice President, Secretary and General Counsel Title of Authorized Individual	Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.  Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual
October 16, 2007	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
Date	A bankruptcy petition preparer's failure to comply with the provisions of title 11
	and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

# **RIDER 1 - PRIOR TRADE NAMES**

All Other Names used by the Debtor in the last 8 years:

Movie Beam

## **RIDER 2 - LIST OF FILING ENTITIES**

Along with the Debtor, M.G. Digital, LLC, the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Eastern District of Virginia Richmond Division:

- 1. Hollywood Entertainment Corporation
- 2. MG Automation LLC
- 3. M.G.A. Realty I, LLC
- 4. Movie Gallery, Inc.
- 5. Movie Gallery US, LLC

Official Form 1 (4/07)			<b>.</b>	
United States Bankruptcy Court Eastern District of Virginia			Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle):  M.G.A. Realty I, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  SEE RIDER 1		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec./Complete EIN or state all): 47-0890138	other Tax I.D. No. (if more than one,	Last four digits of Soc. Sec./Complete EI state all):	N or other Tax I.D. No. (if more than one,	
Street Address of Debtor (No. & Street, City, and 900 West Main Street Dothan, Alabama	State):	Street Address of Joint Debtor (No. & Stre	et, City, and State):	
Domaii, Madairia	ZIP CODE <b>36301</b>		ZIP CODE	
County of Residence or of the Principal Place Houston	of Business:	County of Residence or of the Principal F	Place of Business:	
Mailing Address of Debtor (if different from street	et address):	Mailing Address of Joint Debtor (if different address):	ent from street	
	ZIP CODE		ZIP CODE	
Location of Principal Assets of Business Debto	or (if different from street address above)	<u>.</u>		
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)  Health Care Business	Chapter of Bank	cruptcy Code Under Which is Filed (Check one box)	
☐ Individual (includes Joint Debtors)  See Exhibit D on page 2 of this form.  ☐ Corporation (includes LLC and LLP)  ☐ Partnership  ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Single Asset Real Estate as define U.S.C. § 101(51B)  Railroad  Stockbroker  Commodity Broker  Clearing Bank  Other  Tax-Exempt Entity (Check box, if applicable.)  Debtor is a tax-exempt organization Title 26 of the United States Cod Internal Revenue Code).	Chapter 9  Chapter 11  Chapter 12  Chapter 13  Na  (C  Debts are primarily consumer defined in 11 U.S.C. § 101(8)  "incurred by an individual pri	as business debts.	
Filing Fee (Check one box.)    Full Filing Fee attached   Check one box.		ed in 11 U.S.C. § 101(51D). efined in 11 U.S.C. § 101(51D). ed debts owed to non-insiders or affiliates are		
Statistical/Administrative information			THIS SPACE IS FOR COURT USE ONLY	
Debtor estimates that funds will be available for Debtor estimates that, after any exempt property distribution to unsecured creditors.  Estimated Number of Creditors  1- 50- 100- 200- 49 99 199 999		25,001- 50,001- OVER 50,000 100,000 100,000		
Estimated Assets  \$0 to \$10,001 to \$100,001 to \$1,000,001 to More than \$100				
\$10,000 \$100,000  Estimated Debts  \$0 to \$50,000 \$100,000	\$100,001 to	\$1,000,001 to More than \$100 million		

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 19 of 31

Official Form 1 (4/07)		FORM B1, Page 2		
Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s):  M.G.A. Realty I, LLC			
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)				
Location Where Filed: - None -	Case Number:	Date Filed:		
Location Where Filed:	Case Number:	Date Filed:		
Pending Bankruptcy Case Filed by any Spouse, Partner, or	· Affiliate of this Debtor (If more than one, attach a	dditional sheet.)		
Name of Debtor: SEE RIDER 2	Case Number:	Date Filed:		
District:	Relationship:	Judge:		
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  Exhibit A is attached and made a part of this petition.	Exhibit B  (To be completed if debtor is an ind whose debts are primarily consumer I, the attorney for the petitioner named in the foregoin have informed the petitioner that [he or she] may proor 13 of title 11, United States Code, and have explain each such chapter. I further certify that I delivered to required by 11 U.S.C. § 342(b).  X  Signature of Attorney for Debtor(s)	debts.)  ag petition, declare that I  beed under chapter 7, 11, 12,  and the relief available under		
Fk.				
Exhibit C  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  Yes, and Exhibit C is attached and made a part of this petition.  No*				
Exhi	bit D			
(To be completed by every individual debtor. If a joint petition is filed, each spous	e must complete and attach a separate Exhibit D.)			
Exhibit D completed and signed by the debtor is attached and made a part	of this petition.			
If this is a joint petition:				
Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.				
	ng the Debtor - Venue			
(Check any applicable box)  Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.				
There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.				
Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.				
Statement by a Debtor Who Resides as a Tenant of Residential Property  Check all applicable boxes.				
Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
	-			
Debtor claims that under applicable nonbankruptcy law, there are c permitted to cure the entire monetary default that gave rise to the ju possession was entered, and				
Debtor has included in this petition the deposit with the court of an period after the filing of the petition.	y rent that would become due during the 30-day			

<sup>\*</sup> The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 20 of 31

Official Form 1 (4/07) FORM B1, Page 3

Voluntary Petition	Name of Debtor(s):  M.G.A. Realty I, LLC
(This page must be completed and filed in every case)	
	ntures
Signature(s) of Debtor(s) (Individual/Joint)  I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and	Signature of a Foreign Representative  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.
has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.	(Check only one box.)
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).	I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
XSignature of Debtor	X
	Signature of Foreign Representative
X Signature of Joint Debtor	
	Printed Name of Foreign Representative
Telephone Number (If not represented by attorney)	
	Date
Date Signature of Attorney	Signature of Non-Attorney Bankruptcy Petition Preparer
X /s/ Anup Sathy, P.C. X /s/ Michael Condyles	I declare under penalty of perjury that: 1) I am a bankruptcy petition
Signature of Attorney for Debtor(s)	preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for
Anup Sathy, P.C. Michael Condyles	compensation and have provided the debtor with a copy of this document
Printed Name of Attorney for Printed Name of Attorney for	and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to
Debtor(s)  Kirkland & Ellis LLP  Kutak Rock LLP	11 U.S.C. § 110(h) setting a maximum fee for services chargeable by
Firm Name Firm Name	bankruptcy petition preparers, I have given the debtor notice of the
1111 East Main Street	maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form
200 E. Randolph Suite 800	19B is attached.
Chicago, Illinois 60601 Richmond, VA 23219-3500	
Address Address 312-861-2000 804-343-5227	
Telephone Number Telephone Number	Printed Name and title, if any, of Bankruptcy Petition Preparer
October 16, 2007 October 16, 2007	
Date Date	Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)
Signature of Debtor (Corporation/Partnership)	
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this	
petition on behalf of the debtor.	Address
The debtor requests relief in accordance with the chapter of title 11,	
United States Code, specified in this petition.  X /s/ S. Page Todd	l x
Signature of Authorized Individual	
S. Page Todd	Date
Printed Name of Authorized Individual	Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.
Executive Vice President, Secretary and General  Counsel  Title of Authorized Individual	Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual
	If more than one person prepared this document, attach additional
October 16, 2007	sheets conforming to the appropriate official form for each person.  A bankruptcy petition preparer's failure to comply with the provisions of title 11
Date	A bankrupicy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankrupicy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

# **RIDER 1 - PRIOR TRADE NAMES**

All Other Names used by the Debtor in the last 8 years:

M.G.A. Realty I, Inc.

#### **RIDER 2 - LIST OF FILING ENTITIES**

Along with the Debtor, M.G.A. Realty I, LLC, the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Eastern District of Virginia Richmond Division:

- 1. Hollywood Entertainment Corporation
- 2. MG Automation LLC
- 3. M.G. Digital, LLC
- 4. Movie Gallery, Inc.
- 5. Movie Gallery US, LLC

Official Form 1 (4/07) Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 23 of 31

Cincial Form 1 (4/07)				
FORM B1 United States Bankruptcy Court Eastern District of Virginia			Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle):  MG Automation LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			Names used by the Joint Debtorarried, maiden, and trade names):	r in the last 8 years
Last four digits of Soc. Sec./Complete EIN or state all):  22-3916769	other Tax I.D. No. (if more than on	e, Last four state all):	digits of Soc. Sec./Complete EI	N or other Tax I.D. No. (if more than one,
Street Address of Debtor (No. & Street, City, and 900 West Main Street	State):	Street Ad	dress of Joint Debtor (No. & Stre	et, City, and State):
Dothan, Alabama	ZIP CODE 36301			ZIP CODE
County of Residence or of the Principal Place Houston	of Business:	County of	f Residence or of the Principal P	Place of Business:
Mailing Address of Debtor (if different from street	et address):	Mailing A address):	Address of Joint Debtor (if differe	nt from street
	ZIP CODE			ZIP CODE
Location of Principal Assets of Business Debte		ve):		
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)			ruptcy Code Under Which is Filed (Check one box)
☐ Individual (includes Joint Debtors)  See Exhibit D on page 2 of this form.  ☐ Corporation (includes LLC and LLP)  ☐ Partnership  ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Health Care Business  Single Asset Real Estate as def U.S.C. § 101(51B)  Railroad  Stockbroker  Commodity Broker  Clearing Bank  Other  Tax-Exempt Entit (Check box, if applicab Debtor is a tax-exempt organiz Title 26 of the United States Conternal Revenue Code).	y le.) zation under	1	as business debts. marily for
Filing Fee (Check one box.)			Chapter 1	1 Debtors
Full Filing Fee attached  Filing Fee to be paid in installments (Applicable application for the court's consideration certifying except in installments. Rule 1006(b). See Office  Filing Fee waiver requested (Applicable to chapter of the court's consideration certifying except in installments.	ng that the debtor is unable to pay fee cial Form 3A. oter 7 individuals only). Must attach	Debte Check if: Debte less than \$	or is a small business debtor as defin or is not a small business debtor as d or's aggregate noncontingent liquidat	• • •
signed application for the court's consideration. See Official Form 3B.		A pla	n is being filed with this petition.	epetition from one or more classes of creditors,
Statistical/Administrative Information			2.2.0.0. § 1120(0).	THIS SPACE IS FOR COURT USE ONLY
Debtor estimates that funds will be available for distribution to unsecured creditors.				
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.				
Estimated Number of Creditors				
1- 50- 100- 200- 1,000- 5001- 10,001- 49 99 199 999 5,000 10,000 25,000				
Estimated Assets			Ц Ц	
\$0 to \$10,001 to \$100,000	\$100,001 to \$1 million	\$1,000,001 to \$100 million	More than \$100 million	
Estimated Debts  \$0 to \$50,001 to \$100,000	\$100,001 to \$1 million	\$1,000,001 to \$100 million	More than \$100	

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s):  MG Automation LLC		
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than one, attach a	additional sheet.)	
Name of Debtor: SEE RIDER 1	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or  Exhibit B  (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that			
15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)	have informed the petitioner that [he or she] may proor 13 of title 11, United States Code, and have explain each such chapter. I further certify that I delivered to required by 11 U.S.C. § 342(b).	ceed under chapter 7, 11, 12, ned the relief available under	
Exhibit A is attached and made a part of this petition.	X Signature of Attorney for Debtor(s)	Date	
		Date	
Does the debtor own or have possession of any property that poses or is alleged to	bit C pose a threat of imminent and identifiable harm to public	tic health or safety?	
Yes, and Exhibit C is attached and made a part of this petition.			
No*			
Exhi	ibit D		
(To be completed by every individual debtor. If a joint petition is filed, each spous			
Exhibit D completed and signed by the debtor is attached and made a part	of this petition.		
If this is a joint petition:	·		
Exhibit D also completed and signed by the joint debtor is attached and ma	ade a part of this petition.		
	ng the Debtor - Venue		
1	pplicable box)	ave immediately	
Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
There is a bankruptcy case concerning debtor's affiliate, general pa	rtner, or partnership pending in this District.		
Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
	s as a Tenant of Residential Property blicable boxes.		
Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
Debtor claims that under applicable nonbankruptcy law, there are opermitted to cure the entire monetary default that gave rise to the jupossession was entered, and			
Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			

<sup>\*</sup> The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

Voluntary Petition (This page must be completed and filed in every case)			Name of Debtor(s):  MG Automation LLC
1 n	is page musi de compietea ana		<u> </u>
	G: () CD L		atures
Signature(s) of Debtor(s) (Individual/Joint)  I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.		hat the information provided in this e debts are primarily consumer debts and I am aware that I may proceed under United States Code, understand the relief	Signature of a Foreign Representative  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.)
		o bankruptcy petition preparer signs the he notice required by 11 U.S.C. § 342(b).	I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 ar attached.
	Code, specified in this petition.	the chapter of title 11, United States	Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X	Signature of Debtor		l x
X			Signature of Foreign Representative
	Signature of Joint Debtor		
			Printed Name of Foreign Representative
	Telephone Number (If not represe	ented by attorney)	Date
	Date		Date
		e of Attorney	Signature of Non-Attorney Bankruptcy Petition Preparer
X	9	X /s/ Michael Condyles	I declare under penalty of perjury that: 1) I am a bankruptcy petition
A	Signature of Attorney for Debtor( Anup Sathy, P.C. Printed Name of Attorney for Debtor(s) Kirkland & Ellis LLP Firm Name  200 E. Randolph Chicago, Illinois 60601  Address 312-861-2000  Telephone Number October 16, 2007  Date	· ·	preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h) and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19B is attached.  Printed Name and title, if any, of Bankruptcy Petition Preparer  Social Security number (If the bankruptcy petition preparer is not an individual,
x	I declare under penalty of perjury petition is true and correct, and the petition on behalf of the debtor.		state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)  Address  X
	C Dana Tadd		Date
	S. Page Todd Printed Name of Authorized India  Executive Vice President		Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.  Names and Social Security numbers of all other individuals who
	Counsel Title of Authorized Individual		prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual
	October 16, 2007		If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
	Date		A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

## **RIDER 1 - LIST OF FILING ENTITIES**

Along with the Debtor, MG Automation LLC, the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Eastern District of Virginia Richmond Division:

- 1. Hollywood Entertainment Corporation
- 2. M.G. Digital, LLC
- 3. M.G.A. Realty I, LLC
- 4. Movie Gallery, Inc.
- 5. Movie Gallery US, LLC

Official Form 1 (4/07)				
	ed States Bankruptcy Cou estern District of Virginia	Voluntary Petition		
Name of Debtor (if individual, enter Last, First, Middle):  Movie Gallery US, LLC		Name of Joint Debtor (Spouse) (Last, Fin	rst, Middle):	
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  SEE RIDER 1		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec./Complete EIN or state all): 41-1461110	other Tax I.D. No. (if more than one,	Last four digits of Soc. Sec./Complete state all):	EIN or other Tax I.D. No. (if more than one,	
Street Address of Debtor (No. & Street, City, and 900 West Main Street	State):	Street Address of Joint Debtor (No. & Street, City, and State):		
Dothan, Alabama	ZIP CODE 36301		ZIP CODE	
County of Residence or of the Principal Place Houston		County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from stre	et address):	Mailing Address of Joint Debtor (if dif address):	ferent from street	
	ZIP CODE		ZIP CODE	
Location of Principal Assets of Business Debt	or (if different from street address above)			
Type of Debtor (Form of Organization) (Check one box.)	Nature of Business (Check one box.)  Health Care Business	Chapter of Ba	ankruptcy Code Under Which ion is Filed (Check one box)	
☐ Individual (includes Joint Debtors)  See Exhibit D on page 2 of this form.  ☐ Corporation (includes LLC and LLP)  ☐ Partnership  ☐ Other (If debtor is not one of the above	Single Asset Real Estate as defined U.S.C. § 101(51B)   Railroad   Stockbroker   Commodity Broker   Clearing Bank   Other	Chapter 9 Chapter 11 Chapter 12 Chapter 13	Chapter 15 Petition for Recognition of a Foreign Main Proceeding Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  Nature of Debts	
entities, check this box and state type of entity below.)	Tax-Exempt Entity (Check box, if applicable.)  Debtor is a tax-exempt organization Title 26 of the United States Code Internal Revenue Code).		1(8) as business debts.  I primarily for	
Filing Fee (Check	one box.)	Chapte Check one box:	er 11 Debtors	
Tun i ming i ce attached		Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).		
Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.		Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  Check if:  Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2.190.000		
Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check all applicable boxes:  A plan is being filed with this petition.  Acceptances of the plan were solicited prepetition from one or more classes of creditors,		
in accordance with 11 U.S.C. § 1126(b).  Statistical/Administrative Information  THIS SPACE IS FOR C			THIS SPACE IS FOR COURT USE ONLY	
Debtor estimates that funds will be available for distribution to unsecured creditors.				
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  Estimated Number of Creditors				
1- 50- 100- 200- 49 99 199 999	1,000- 5001- 10,001- 5,000 10,000 25,000	25,001- 50,001- OVER 50,000 100,000 100,000		
Estimated Assets  \$0 to \$10,001 to \$100,000	\$0 to \$10,001 to \$100,001 to \$1,000,001 to More than \$100			
Estimated Debts  \$0 to \$50,001 to \$50,000 \$100,000	the same of the sa	\$1,000,001 to More than \$100 million		



Case 1:07-cv-07712-HB Document 7-2 Filed 10/19/2007 Page 28 of 31

Official Form 1 (4/07)		FORM B1, Page 2		
Voluntary Petition				
(This page must be completed and filed in every case) Movie Gallery US, LLC  All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)				
All Prior Bankruptcy Cases Filed Within Las Location	Case Number:	Date Filed:		
Where Filed: - None -				
Location Where Filed:	Case Number:	Date Filed:		
Pending Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If more than one, attach a	additional sheet.)		
Name of Debtor: SEE RIDER 2	Case Number:	Date Filed:		
District:	Relationship:	Judge:		
Exhibit A	Exhibit B			
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  [To be completed if debtor is an individual whose debts are primarily consumer debts.)  [I, the attorney for the petitioner named in the foregoing petition, dechave informed the petitioner that [he or she] may proceed under chapter 13 of title 11, United States Code, and have explained the relief a each such chapter. I further certify that I delivered to the debtor the required by 11 U.S.C. § 342(b).		r debts.)  ng petition, declare that I ceed under chapter 7, 11, 12, ned the relief available under		
Exhibit A is attached and made a part of this petition.	X Signature of Attorney for Debtor(s)	Date		
Exhibit C  Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  Yes, and Exhibit C is attached and made a part of this petition.  No*				
Exhi	bit D			
(To be completed by every individual debtor. If a joint petition is filed, each spous	e must complete and attach a separate Exhibit D.)			
Exhibit D completed and signed by the debtor is attached and made a part of				
If this is a joint petition:	or the position			
		:		
Exhibit D also completed and signed by the joint debtor is attached and ma	ide a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)  Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.  There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.  Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.				
Statement by a Debtor Who Resides as a Tenant of Residential Property  Check all applicable boxes.				
Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)				
	·····			
Debtor claims that under applicable nonbankruptcy law, there are c permitted to cure the entire monetary default that gave rise to the ju possession was entered, and				
Debtor has included in this petition the deposit with the court of an period after the filing of the petition.	y rent that would become due during the 30-day			

<sup>\*</sup> The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

Official Form 1 (4/07) FORM B1, Page 3

Voluntary Petition (This page must be completed and filed in every case)	Name of Debtor(s):  Movie Gallery US, LLC
<u> </u>	atures
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative
I declare under penalty of perjury that the information provided in this petition is true and correct.  [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under	I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.
chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.	(Check only one box.)
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).	I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X Signature of Debtor	X
	Signature of Foreign Representative
Signature of Joint Debtor	
	Printed Name of Foreign Representative
Telephone Number (If not represented by attorney)	Date
Date	Date
Signature of Attorney	Signature of Non-Attorney Bankruptcy Petition Preparer
X /s/ Anup Sathy, P.C. X /s/ Michael Condyles	I declare under penalty of perjury that: 1) I am a bankruptcy petition
Signature of Attorney for Debtor(s)	preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for
Anup Sathy, P.C. Michael Condyles  Printed Name of Attorney for Printed Name of Attorney for	compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h),
Debtor(s)  Printed Name of Attorney for  Printed Name of Attorney for  Debtor(s)	and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to
Kirkland & Ellis LLP Kutak Rock LLP	11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the
Firm Name Firm Name	maximum amount before preparing any document for filing for a debtor or
200 E. Randolph Suite 800 Chicago, Illinois 60601 Richmond, VA 23219-3500	accepting any fee from the debtor, as required in that section. Official form 19B is attached.
Address Address	
312-861-2000         804-343-5227           Telephone Number         Telephone Number	Printed Name and title, if any, of Bankruptcy Petition Preparer
October 16, 2007 October 16, 2007	Timed rame and ade, it any, or build appey I canon Trepare.
Date Date	Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)
Signature of Debtor (Corporation/Partnership)	
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this	
petition on behalf of the debtor.	Address
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.	
X /s/ S. Page Todd	X
Signature of Authorized Individual	
S. Page Todd	Date
Printed Name of Authorized Individual	Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.
Executive Vice President, Secretary and General	Names and Social Security numbers of all other individuals who
Counsel Title of Authorized Individual	prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual
October 16, 2007	If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
Date	A bankruptcy petition preparer's failure to comply with the provisions of title 11
	and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

## **RIDER 1 - PRIOR TRADE NAMES**

All Other Names used by the Debtor in the last 8 years:

M.G. Midwest

M.G.A., Inc.

M.G.A. Realty I, Inc.

Moovies, Inc.

Movie Gallery Asset Management, Inc.

Movie Gallery Finance, Inc.

Movie Gallery Licensing, Inc.

Movie Gallery Promotions, Inc.

Movie Gallery Services, Inc.

MovieGallery.com, Inc.

Sun and Soul

Video Library, Inc.

Video Update, Inc.

## **RIDER 2 - LIST OF FILING ENTITIES**

Along with the Debtor, Movie Gallery US, LLC, the following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Eastern District of Virginia Richmond Division:

- 1. Hollywood Entertainment Corporation
- 2. MG Automation LLC
- 3. M.G. Digital, LLC
- 4. M.G.A. Realty I, LLC
- 5. Movie Gallery, Inc.